



September 22, 2017

The Secretary / Corporate Relationship Dept.  
**The Bombay Stock Exchange Limited.**  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400001.

The Manager  
Listing Department,  
**National Stock Exchange of India Ltd.**  
'Exchange Plaza', C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai 400051.

**Stock Code:** 531404

**Stock Code:** ZICOM

**Ref: ISIN INE 871B01014**

Dear Sir / Madam,

**Sub: Voting Results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our letter dated September 21, 2017 informing you in brief about the Outcome of Annual General Meeting, we enclose herewith the disclosure pertaining to the combined voting results (i.e. results of remote e-voting together with that of poll) at the 23<sup>rd</sup> Annual General Meeting of the Company held on Thursday, September 21, 2017 pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We also enclose herewith the Consolidated Scrutinizer's Report on the remote e-voting and poll conducted at the 23<sup>rd</sup> Annual General Meeting of the Company. In terms of the Scrutinizer's Report, all resolutions have been passed by the Members with requisite majority, which please note.

Kindly take above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **Zicom Electronic Security Systems Limited**

  
**Kunjan Trivedi**  
Company Secretary

Encl: as above

**Zicom Electronic Security Systems Ltd.**

501, Silver Metropolis, Western Express Highway, Goregaon (E), Mumbai - 400 063.  
Tel.: +91 22 4290 4290 | Fax.: +91 22 4290 4291 | www.zicom.com | Toll Free: 1-800-270-4567  
CIN : L32109MH1994PLC083391

# **BS PURVI P. VASHA**

## **Practising Company Secretary**

B.com, ACS, LLB (Gen.)

Add: J-15, 2<sup>nd</sup> Floor, Mangal Kunj, S. V. Road, Borivali (West), Mumbai – 400 092.

Email: [purvi.vasha@gmail.com](mailto:purvi.vasha@gmail.com)

Mobile: +9930963321

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To,  
Mr. Manohar Bidaye,  
The Chairman,  
Zicom Electronic Security Systems Limited,  
501, Silver Metropolis,  
Western Express Highway,  
Goregaon (East),  
Mumbai – 400 063.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by physical ballot forms, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Listing Regulations, at the Annual General Meeting of Zicom Electronic Security Systems Limited (CIN: L32109MH1994PLC083391) held on Thursday, September 21, 2017, at 3.30 p.m.**

I, Purvi P. Vasha, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Zicom Electronic Security Systems Limited, to scrutinize the remote e-voting process, and physical ballot process carried out at the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); on the resolutions as contained in the notice of the Annual General Meeting of Zicom Electronic Security Systems Limited held on Thursday, September 21, 2017, at 3.30 p.m.; and ascertaining the requisite majority on the said voting.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013, relevant Rules prescribed there under and the relevant provisions of the Listing Regulations in this regard, including convening, holding and conduct of the Annual General Meeting and voting thereat. My responsibility as a Scrutinizer for remote e-voting and physical ballot process is restricted to make a Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions stated in the Notice, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized agency to provide e-voting facility engaged by the Company; and Physical Ballots provided at the Annual General Meeting by the Company/the Registrar & Transfer Agents, M/s. Bigshare Services Pvt. Ltd.

It was informed to me by the Company, that the Notice dated May 26, 2017 along with statement setting out material facts under Section 102 of the Act were sent to all the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had provided the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility through ballot papers to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of September 15, 2017 were entitled to vote on the resolutions set out in the Notice of the Annual General Meeting.



# PS PURVI P. VASHA

## Practising Company Secretary

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The voting period for remote e-voting commenced on September 18, 2017 at 9:30 a.m. and ended on September 20, 2017 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the ballot forms were duly opened in my presence and the voting was diligently scrutinized; and the shareholding was confirmed with the Register of Members / the List of Beneficiaries as on September 15, 2017, being the cut-off date, as provided to me by the Registrar & Transfer Agents of the Company. The report on voting done at the meeting was generated in my presence. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses, who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system through Scrutinizer's Access provided to me for the purpose.

Based on the above, I now submit my Consolidated Report as under on the results of the remote e-voting and physical voting at the meeting in respect of the said Resolutions:

### (A) Resolution No. 1: Ordinary Resolution

#### To Receive, Consider and Adopt:

- the Audited Financial Statements of the Company for the financial year ended March 31, 2017; together with the reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	2712166	100
Ballot	21	1155360	100
<b>Total</b>	<b>44</b>	<b>3867526</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	1	1	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	0	0

# **PURVI P. VASHA**

## **Practising Company Secretary**

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### **(B) Resolution No. 2: Ordinary Resolution**

**To appoint a Director in place of Mr. Pramoud Rao (DIN: 00010743), who retires by rotation, and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	2712166	100
Ballot	21	1155360	100
<b>Total</b>	<b>44</b>	<b>3867526</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	1	1	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	0	0

### **(C) Resolution No. 3: Ordinary Resolution**

**To appoint M/s S M M P & Associates, Chartered Accountants (FRN: 120438W), as the Auditors of the Company and to fix their remuneration.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	2712166	100
Ballot	21	1155360	100
<b>Total</b>	<b>44</b>	<b>3867526</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	1	1	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

# **PS PURVI P. VASHA**

**Practising Company Secretary**

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(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	0	0

## **(D) Resolution No. 4: Ordinary Resolution**

**To appoint Ms. Tanvi Joshi (DIN: 07703593) as Director of the Company, liable to retire by rotation.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	23	2712166	100
Ballot	21	1155360	100
<b>Total</b>	<b>44</b>	<b>3867526</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	1	1	0
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0</b>

(iii) **Invalid** votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	0	0

**Note: One Shareholder holding 3777 Equity shares has voted only for 3500 Equity Shares through physical ballot at Annual General Meeting; hence only 3500 Equity Shares has been considered in the total no. of shares voted through physical ballot.**

All the votes cast were considered as valid and no vote was declared invalid. The Register and all other papers and relevant records containing details of the Equity Shareholders who voted "IN FAVOUR" or "AGAINST" on the voting shall remain in my safe custody until the Chairman approves and signs the Minutes of the aforesaid Annual General Meeting; and thereafter the same would be handed over to the Company Secretary.



# **PS PURVI P. VASHA**

## **Practising Company Secretary**

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The above mentioned resolution nos. 1,2,3 and 4 are deemed to be passed at the 23<sup>rd</sup> Annual General Meeting of the Company, held on September 21, 2017.

Thanking you,

Yours Sincerely,



Purvi P. Vasha

Practising Company Secretary

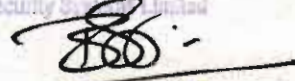
ACS No. 17123

C.P. No. 14069

Counter Signed By:

For Zicom Electronic Security Systems Limited

For Zicom Electronic Security Systems Limited



Mr. Manohar Bidaye  
Chairman

Manohar Bidaye  
Chairman

Date: September 22, 2017

Place: Mumbai



AWAKE ALWAYS

**DISCLOSURE REGARDING VOTING RESULTS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY AS PER REGULATION 44(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

<b>Name of the Company</b>	Zicom Electronic Security Systems Limited
<b>Date of the AGM / EGM</b>	21 <sup>st</sup> September, 2017
<b>Total number of shareholders on record date</b>	18,716
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	7
Public:	31
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	

**Details of the Agenda and Voting Results:**

**RESOLUTION NO. 1:**

Receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017.

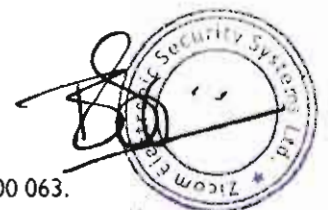
Resolution required				Ordinary				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2707423	2707423	100.00	2707423	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2707423</b>	<b>2707423</b>	<b>100.00</b>	<b>2707423</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	21294386	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>21294386</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	17222332	4743	0.03	4743	0	100.00	0.00
	Poll		1155361	6.71	1155360	1	100.00	0.00
	<b>Total</b>	<b>17222332</b>	<b>1160104</b>	<b>6.74</b>	<b>1160103</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>41224141</b>	<b>3867527</b>	<b>9.38</b>	<b>3867526</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

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AWAKE ALWAYS

**RESOLUTION NO. 2:**

Appointment of Mr. Pramoud Rao (DIN: 00010743), who retires by rotation and being eligible, offers himself re-appointment.

Resolution required				Ordinary				
Whether Promoter / Promoter group are interested in the agenda / resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2707423	2707423	100.00	2707423	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	2707423	2707423	100.00	2707423	0	100.00	0.00
Public - Institutions	E-Voting	21294386	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	21294386	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	17222332	4743	0.03	4743	0	100.00	0.00
	Poll		1155361	6.71	1155360	1	100.00	0.00
	Total	17222332	1160104	6.74	1160103	1	100.00	0.00
<b>Total</b>		<b>41224141</b>	<b>3867527</b>	<b>9.38</b>	<b>3867526</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 3:**

Appointment of M/s. S M M P & Associates, Chartered Accountants, as the Auditors of the Company to hold the office for a term of five consecutive years from the conclusion of 23<sup>rd</sup> Annual General Meeting, till the conclusion of 28<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting till the 28<sup>th</sup> Annual General Meeting.

Resolution required				Ordinary				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2707423	2707423	100.00	2707423	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	2707423	2707423	100.00	2707423	0	100.00	0.00
Public - Institutions	E-Voting	21294386	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	21294386	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	17222332	4743	0.03	4743	0	100.00	0.00
	Poll		1155361	6.71	1155360	1	100.00	0.00
	Total	17222332	1160104	6.74	1160103	1	100.00	0.00
<b>Total</b>		<b>41224141</b>	<b>3867527</b>	<b>9.38</b>	<b>3867526</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

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CIN : L32109MH1994PLC083391







**AWAKE ALWAYS**

**RESOLUTION NO. 4:**

**Appointment of Ms. Tanvi Joshi (DIN: 07703593) as Director of the Company liable to retire by rotation.**

Resolution required				Ordinary				
Whether Promoter / Promoter group are interested in the agenda / resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2707423	2707423	100.00	2707423	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2707423</b>	<b>2707423</b>	<b>100.00</b>	<b>2707423</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	21294386	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>21294386</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	17222332	4743	0.03	4743	0	100.00	0.00
	Poll		1155361	6.71	1155360	1	100.00	0.00
	<b>Total</b>	<b>17222332</b>	<b>1160104</b>	<b>6.74</b>	<b>1160103</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>41224141</b>	<b>3867527</b>	<b>9.38</b>	<b>3867526</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

For Zicom Electronic Security Systems Limited

  
Manohar Bidaye  
Chairman

**Zicom Electronic Security Systems Ltd.**

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